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DATE FILED: 9/20/2020

IN THE UNITED STATES DISTRICT COURT
FOR THE SOUTHERN DISTRICT OF NEW YORK

U.S. SECURITY HOLDINGS, INC.; U.S.
SECURITY ASSOCIATES HOLDINGS, INC.

Plaintiffs,

- against -

RANDY ANDREWS,

Defendant.

Case No. 1:19-cv-8025

information in
these documents
if you want them
filed under seal. I am
sorry to hear they
contain little or
nothing at all only
authorize
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PLAINTIFFS' MOTION FOR LEAVE TO FILE EXHIBITS UNDER SEAL

U.S. Security Holdings, Inc. and U.S. Security Associates Holdings, Inc. (collectively, "USSA" or "Plaintiffs") hereby move for leave to file under seal certain exhibits submitted in support of Plaintiffs' Response to Defendants' Omnibus Motion to Dismiss, Transfer, or Stay, filed concurrently herewith. Specifically, USSA seeks to file the following exhibits under seal: (a) Exhibits 1-5 to the Declaration of Sarah Walsh. In support of this Motion, Plaintiffs state as follows:

1. Discovery in this case is governed by the Stipulation and Protective Order entered March 6, 2020 (the "Protective Order"). (Dkt. No. 16.)
2. The Protective Order permits parties and third parties to designate documents as "CONFIDENTIAL" if "necessary to protect the interests of the client in information that is proprietary, a trade secret, or otherwise sensitive non-public information." (*Id.* ¶ 1.)
3. This case centers on a 2012 Stock Purchase Agreement by and among Andrews Holdings Co., Andrews International Holdings, LLC, American Premier Security, Inc., U.S.

9/21/2020 The motion is DENIED - You people have designated every relevant document in this case as "CONFIDENTIAL". The fact that you produced it that way does not mean they really are confidential. Prove it. Show me the trade secret or other truly confidential.

Security Holdings, Inc., U.S. Security Associates Holdings, Inc. and The Rollover Sellers and Cash Sellers Party Hereto Dated as of January 17, 2012 (the “SPA”).

4. In support of its Response to Defendants’ Omnibus Motion to Dismiss, Transfer, or Stay, USSA intends to rely upon the SPA, Schedules to the SPA, and other agreements executed in connection with the SPA that have been designated as containing “Confidential”, to wit:

- Exhibit 1 to the Declaration of Sarah Walsh (Non-Solicit Agreement that was Exhibit A to the SPA, produced as “CONFIDENTIAL”);
- Exhibit 2 to the Declaration of Sarah Walsh (Termination Agreement that was Exhibit B to the SPA, produced as “CONFIDENTIAL”);
- Exhibit 3 to the Declaration of Sarah Walsh (Stock Option Agreement that was Exhibit C to the SPA, produced as “CONFIDENTIAL”);
- Exhibit 4 to the Declaration of Sarah Walsh (Seller Indemnitor’s Pro Rata Percentages that was Exhibit D to the SPA, produced as “CONFIDENTIAL”); and
- Exhibit 5 to the Declaration of Sarah Walsh (Buyer Schedules to the SPA, produced as “CONFIDENTIAL”).

5. If these side-agreements and Schedules to the SPA were to be publicly disclosed, competitors or potential acquisition targets of Plaintiffs would have access to highly sensitive terms, and conditions and insight into Plaintiffs’ acquisition strategies that would put Plaintiffs in an undue competitive disadvantage. Further, many of the Buyer Schedules to the SPA contain sensitive financial information and information about the business dealings (contracts, assets, employees) of the purchasing entities.

6. While the Court needs to review the above-referenced exhibits to fully consider Plaintiffs’ Response to Defendants’ Omnibus Motion to Dismiss, Transfer, or Stay, confidentiality cannot be maintained unless the exhibits identified above are filed under seal.

7. Plaintiffs accordingly request that the Court enter the accompanying proposed Order Granting Plaintiffs’ Motion for Leave to File Exhibits Under Seal.

Dated: New York, New York
September 17, 2020,

Respectfully submitted,

BRYAN CAVE LEIGHTON PAISNER LLP

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IN THE UNITED STATES DISTRICT COURT
FOR THE SOUTHERN DISTRICT OF NEW YORK

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U.S. SECURITY HOLDINGS, INC.; U.S.	:	
SECURITY ASSOCIATES HOLDINGS, INC.	:	
	:	
Plaintiffs,	:	
	:	Case No. 1:19-cv-8025
- against -	:	
	:	
RANDY ANDREWS,	:	
	:	
Defendant.	:	
	:	
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**[PROPOSED] ORDER GRANTING PLAINTIFFS' MOTION FOR LEAVE TO FILE
EXHIBITS UNDER SEAL**

WHEREAS, discovery in this case is governed by the March 6, 2020 Stipulation and Protective Order (Dkt. No. 16), which permits parties to designate material "CONFIDENTIAL" and "HIGHLY CONFIDENTIAL"; and

WHEREAS on September 17, 2020, Plaintiffs moved for leave to file under seal Exhibits 1-5 to the Declaration of Sarah Walsh, filed in support of Plaintiffs' Response to Defendants' Omnibus Motion to Dismiss, Transfer, or Stay. The Exhibits sought to be filed under seal either contain sensitive financial or company information, or material designated as "CONFIDENTIAL";

IT IS HEREBY ORDERED that Plaintiffs are granted leave to file under seal Exhibits 1-5 to the Declaration of Sarah Walsh.

Dated: New York, New York
_____, 2020

SO ORDERED:

Hon. Colleen McMahon
Chief United States District Judge
Southern District of New York